



HUMAN RESOURCES SUBCOMMITTEE TERMS OF REFERENCE

FEBRUARY 2024

1. PURPOSE AND FUNCTION

The Human Resources Subcommittee ("Subcommittee") has been established as a permanent Subcommittee of the Governance Committee to support the Governance Committee in the efficient and effective fulfilment of its duties and responsibilities as they relate to HR strategy, and in particular compensation and benefits, organisational culture and wellbeing and making recommendations to the Gavi Board on the Gavi Secretariat human resources strategy and policy.

The Subcommittee shall not be deemed to be a committee of the Board in that its primary role is essentially a consultative and advisory function and therefore shall be strictly advisory in nature with no powers of decision-making or execution.

Words and expressions used in this terms of reference shall, unless the context requires otherwise, have the meaning attributed to them in the Gavi Operating Procedures.

2. COMPOSITION, APPOINTMENT AND TERM OF OFFICE

The composition of the Subcommittee shall comprise the following:

- Governance Committee Chair;
- Three additional members of the Governance Committee;
- The CEO.

Subcommittee members shall be appointed by the Governance Committee.

The Subcommittee shall choose its Chair from amongst its members.

The terms of the members on the Subcommittee is linked to the term of their office which gave rise to their membership of the Subcommittee.

Members will serve on the Subcommittee in their individual capacities (and are not required to bring the views of their organisation or constituency to bear on discussions).

Expert advisers may be invited to participate in Subcommittee meetings at the discretion of the Subcommittee Chair from time to time. The role of expert advisers is to support the Subcommittee on highly technical or specialised issues that come before the

Subcommittee for its consideration and to provide guidance and/or advice that the Subcommittee may consider in its deliberations.

The Chief People and Experience Officer or their designated appointee shall be the Secretary of the Subcommittee.

The Secretary shall:

- Provide the link between the Subcommittee, the Governance Committee, the Board and the Secretariat;
- Ensure that the agenda, meeting papers and minutes and other materials to support the Subcommittee are provided in a timely manner.

3. AUTHORITY

The Subcommittee has no executive powers and is not a decision-making body.

The Subcommittee shall regularly report on the Subcommittee's activities to the Governance Committee either in the form of a written update if circumstances warrant or at a meeting of the Governance Committee (whether in open or closed session, depending on the matters to be reported, in the Subcommittee Chair's discretion).

The mandate of the Subcommittee is defined by these terms of reference which may be amended and/or modified by the Governance Committee as appropriate.

4. RESPONSIBILITIES

The Subcommittee will monitor, advice and make recommendations to the Governance Committee on matters relating to:

- Organisational culture;
- Human resources strategy and policy;
- Compensation and benefits philosophy;
- Succession planning for key leadership positions.

The Subcommittee shall also review employee related issues and relevant related reports, such as the periodic report from Gavi's Ombudsperson.

5. MODE OF OPERATION

A. Meeting attendance

Only Governance Committee Members appointed to the Subcommittee by virtue of their office defined in 2. above shall be entitled to attend meetings of the Subcommittee.

The Subcommittee Chair, in their discretion, may request any member of the Board, Governance Committee and/or Secretariat to make themselves available to attend a Subcommittee meeting.

Observers may attend meetings under exceptional circumstances and contingent upon Subcommittee Chair approval.

B. Frequency of meetings

The Subcommittee shall meet as often and regularly as the Subcommittee Chair deems necessary.

C. Notice of meetings

Notice of a meeting of the Subcommittee shall be given to each member, and invitees as applicable, at least five business days prior to such meeting. All such notices shall be given in writing and sent by mail to the last recorded address of the member or by email if the member has consented to receipt of notice by email. Notice of any such meeting need not be given to any member who submits a signed waiver of notice or who participates in a meeting without protesting, prior thereto or at its commencement, the lack of notice to them.

The Subcommittee Chair may call a meeting on less than five business days' notice if in their reasonable opinion there exist exceptional circumstances requiring a Subcommittee meeting to be held on short notice, provided however that the minimum notice that must be provided to members is two business days.

The notice may include relevant supporting papers for the agenda items to be discussed, where appropriate.

C. Agenda

The Subcommittee Chair shall establish meeting agendas with the Secretary of the Subcommittee and in consultation with Subcommittee members, as appropriate.

D. Quorum

The quorum for the Subcommittee shall be a majority of the Subcommittee.

Given the purpose and function of the Subcommittee, it shall be at the Subcommittee Chair's sole discretion to determine whether meetings of the Subcommittee shall proceed where the quorum requirement is not met given that it is not a decision-making body.

E. Minutes

The HR Subcommittee shall keep a record of its meetings.